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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM D**

**NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION**

OMB APPROVAL

C  
E  
E  
h

04043796

SEC USE ONLY

Prefix

Serial

DATE RECEIVED

SEC MAIL RECEIVED

SEP 27 2004

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

RITTENHOUSE HEDGED EQUITY PORTFOLIO, L.P.

Filing Under (Check box(es) that apply):

☐ Rule 504☐ Rule 505☒ Rule 506☐ Section 4(6)☐ ULOE

Type of Filing:

☒ New Filing☐

Amendment

## A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

RITTENHOUSE HEDGED EQUITY PORTFOLIO, L.P.

Address of Executive Offices

(Number and Street, City, State, Zip Code)

1518 Walnut Street, Suite 204, Philadelphia, PA, 19102

Telephone Number (Including Area Code)

(215) 735-7000

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

(if different from Executive Offices)

Same as Executive Offices

Telephone Number (Including Area Code)

(215) 735-7000

Brief Description of Business: The Issuer was formed to make investments in primarily equity securities of U.S. companies.

Type of Business Organization

☐ corporation☒ limited partnership, already formed☐ other (please specify):☐ business trust☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:

Month  
03Year  
2004☒ Actual☐ Estimated

Jurisdiction of Incorporation or Organization:

(Enter two-letter U.S. Postal Service abbreviation for State: DE  
CN for Canada; FN for other foreign jurisdiction)

## GENERAL INSTRUCTIONS

## Federal:

*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).*When to File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.*Filing Fee:* There is no federal filing fee.

## State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

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**B. INFORMATION ABOUT OFFERING**

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1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ..... Yes \_\_\_\_ No ☒  
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? ..... \$250,000\*  
\* General Partner, in its sole discretion, may accept subscriptions in amounts less than \$250,000.
3. Does the offering permit joint ownership of a single unit? ..... Yes ☒ No \_\_\_\_
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  
None.

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States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... ☒ All States

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**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

- b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer".....

☒ \$ 23,980,000.00

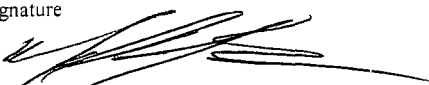
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payment to Officers, Directors, & Affiliates	Payment To Others
Salaries and fees .....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Purchase of real estate .....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Repayment of indebtedness .....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Working capital and General Corporate Purposes (1) .....	<input type="checkbox"/> \$ 0.00	<input checked="" type="checkbox"/> \$ 23,980,000.00 (1)
Other (specify): .....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Column Totals .....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 23,980,000.00
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> \$ 23,980,000.00	

(1) Includes annual management fee paid to the General Partner pursuant to the Issuer's offering memorandum and limited partnership agreement.

**D. FEDERAL SIGNATURE**

The issuer had duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Rittenhouse Hedged Equity Portfolio, L.P.	Signature 	Date 9/22/04
Name of Signer (Print or Type) Mark M. Stokes	Title of Signer (Print or Type) Managing Member and President of Philadelphia Capital Management LLC, the General Partner of the Issuer	

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

## Appendix

1 State	2 Intend to sell to non-accredited investors in State (Part B - Item 1)		3 Type of security and aggregate offering price offered in state (Part C - Item 1) Up to \$24,000,000.00 of limited partnership interests.	4 Type of investor and amount purchased in state (Part C - Item 2)			5 Disqualification under state ULOE (if yes, attach explanation of waiver granted) (Part E - Item 1)		
	Yes	No		Number of Accredited investors	Amount	Number of Non-accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									
MT									
NE									
NV									

1		2 Intend to sell to non-accredited investors in State (Part B - Item 1)		3 Type of security and aggregate offering price offered in state (Part C - Item 1)	4 Type of investor and amount purchased in state (Part C - Item 2)			5 Disqualification under state ULOE (if yes, attach explanation of waiver granted) (Part E - Item 1)		
State	Yes	No	Up to \$24,000,000.00 of limited partnership interests.	Number of Accredited investors	Amount	Number of Non-accredited Investors	Amount	Yes	No	
NH										
NJ										
NM										
NY										
NC										
ND										
OH										
OK										
OR										
PA		✓	"	1	25,000	0	0		✓	
RI										
SC										
SD										
TN										
TX										
UT										
VT										
VA										
WA										
WV										
WI										
WY										
PR										